FORM D & 25

Mail Processing Section UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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FORM D

OMB APPROVAL
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Washington, DC

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix		Serial					
DATÉ RECEIVED							
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Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Series A Offering Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	O ULOE
. A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	08048250
DesignAdvance Systems, Inc.	0004020
Address of Executive Offices (Number and Street, City, State, Zip Code) The Crane Building, 40 24th Street, Pittsburgh, PA 15222	Telephone Number (Including Area Code) (412) 434-0601
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Development of software tools for the design and engineering industries Type of Business Organization Corporation Imited partnership, already formed business trust Imited partnership, to be formed	PROCESSED Please specify) MAY 2 2 2008
Actual or Estimated Date of Incorporation or Organization: 111 02 Actual Esti Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Stat CN for Canada; FN for other foreign jurisdiction)	mated THOMSON REUTERS
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given by which it is due, on the date it was mailed by United States registered or certified mail to that address.	3. A notice is deemed filed with the U.S. Securities below or, if received at that address after the date on
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20	0549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENT	IFICATION DATA		
2. Enter the information requested for the following:			
• Each promoter of the issuer, if the issuer has been organized within	n the past five years;		
Each beneficial owner having the power to vote or dispose, or direct	the vote or disposition of, 10%	% or more of a clas	s of equity securities of the issuer.
 Each executive officer and director of corporate issuers and of corporate 	oorate general and managing	partners of partne	rship issuers; and
 Each general and managing partner of partnership issuers. 			
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Edward Pupa			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o DesignAdvance Systems, Inc., The Crane Building, 40 24th St		2	
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Anthony L. Ryan			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o DesignAdvance Systems, Inc., The Crane Building, 40 24th Street		· .	
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Jonathan Cagan			-
Business or Residence Address (Number and Street, City, State, Zip Code)			
c/o DesignAdvance Systems, Inc., The Crane Building, 40 24th Str	eet, Pittsburgh, PA 15222	<u> </u>	
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Joseph Porfelli			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o HyperActive Technologies, Inc., Foster Plaza 8, 4th Floor, 730		, PA 15220	
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Michael E. Korybalski			
Business or Residence Address (Number and Street, City, State, Zip Code) 1801 Hermitage Road, Ann Arbor, MI 48104			
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) James P. Poitras		, ,,,,	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o DesignAdvance Systems, Inc., The Crane Building, 40 24th St		2	
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		·	
Business or Residence Address (Number and Street, City, State, Zip Code)			

				B. IN	NFORMATI	ON ABOU	T OFFERI	NG			_	_
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No IX		
Answer also in Appendix, Column 2, if filing under ULOE.										_	_	
2. What is the minimum investment that will be accepted from any individual?									\$_Noi	ne		
3. Does the offering permit joint ownership of a single unit?											Yes	No
											K	
Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
ıll Name (Last name	first, if ind	ividual)									
usiness or	Residence	Address (N	lumber and	Street, Ci	ty, State. Z	ip Code)						
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ame of As	sociated Bi	oker or De	aler									
ates in W	nich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers		·				
(Check	"All States	or check	individual	States)							☐ Al	States
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(Check	"All State:	s" or check	individual	States)				•••••	•••••••		☐ Al	1 States
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RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI)	WY)	PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ι.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S	\$
	Equity	2,000,000.00	§ 612,124.00
	Common Preferred		
	Convertible Securities (including warrants)	S	\$
	Partnership Interests	S	
	Other (Specify)	<u> </u>	\$
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		§ 612,124.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		_
	Legal Fees		\$
	Accounting Fees	_	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)	_	\$
	Total	_	\$ 0.00

	C. OFFERING PRICE, NUM	MBER OF INVESTORS, EXPENSES AND USI	e of Proceeds	
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C – proceeds to the issuer."	- Question 4.a. This difference is the "adjusted	gross	2000000 \$
i.	Indicate below the amount of the adjusted gross p each of the purposes shown. If the amount for a check the box to the left of the estimate. The total proceeds to the issuer set forth in response to Pa	any purpose is not known, furnish an estimat of the payments listed must equal the adjusted	te and	
			Payments Officers Directors, Affiliates	& Payments to
	Salaries and fees			. 🗆 \$
	Purchase of real estate		_	
	Purchase, rental or leasing and installation of ma			
	and equipment		🗀 \$	[]\$_
	Construction or leasing of plant buildings and fa	acilities	🔲 💲	[]\$
	Acquisition of other businesses (including the va offering that may be used in exchange for the as issuer pursuant to a merger)	sets or securities of another		
	Repayment of indebtedness		_	
	Working capital			
			_	
	Other (specify):		\$	🗆 \$
		<u> </u>		— •
				[]\$
	Column Totals		<u>s</u> 2000000) □ \$ <u> </u>
	Total Payments Listed (column totals added)			\$
	***	D. FEDERAL SIGNATURE		
ig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to finformation furnished by the issuer to any non-ac	urnish to the U.S. Securities and Exchange Co	ommission, upon w	ritten request of its staff,
SS	uer (Print or Type)	Signature	Date	1
De	signAdvance Systems, Inc.	MITTER	5/7/	os
Va.	ne of Signer (Print or Type)	Title of Signer (Rfint or Type)		
	nony L. Ryan	Chief Financial Officer		

- ATTENTION -

	E. STATE SIGNATURE			_
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No 🔀	

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
DesignAdvance Systems, Inc.	14/1/	5/7/08
Name (Print or Type)	Title (Print or Type)	
Anthony L. Ryan	Chief Financial Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 1 2 3 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price Type of investor and explanation of to non-accredited amount purchased in State waiver granted) offered in state investors in State (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Non-Accredited Accredited State Yes No Investors Amount Investors Amount Yes No ALΑK ΑZ AR\$2,000,000 Series A Offering CA 4 \$85,638.00 X CO \$2,000,000 Series A Offering CT 1 \$7,500.00 DE DC FL GA HI \$2,000,000 Series A Offering 1 ID \$7,116.00 ΙL IN ΙÀ KS KY LA ΜĖ MD MA \$2,000,000 Series A Offering ΜI \$61,026.00 X MN MS

APPENDIX 2 Disqualification under State ULOE Type of security (if yes, attach Intend to sell and aggregate offering price Type of investor and explanation of to non-accredited investors in State offered in state amount purchased in State waiver granted) (Part C-Item 2) (Part E-Item 1) (Part C-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited Yes No Investors Amount Investors Amount Yes No State MO MT NE NV NH \$2,000,000 Series A Offering NJ × \$22,901.00 NM. \$2,000,000 Series A Offering NY X 4 \$210,362.00 NC ND ОН OK OR \$2,000,000 Series A Offering PΑ 8 \$156,380.0 × RI SC SD TN \$2,000,000 Series A Offering ΤX 1 X \$44,510.00 UT VT VAWA WV WI

				APP	ENDIX				
1	1 2 3 4 Type of security								lification ate ULOE
:	to non-a investor	to sell ccredited s in State -Item 1)	and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			(if yes, attach explanation of waiver granted (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

